

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On December 30, 2011, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the parties listed on Exhibit B hereto via postage pre-paid U.S. mail:

Order Approving Settlement Agreement Between Reorganized Debtors and United States Compromising and Allowing Proof of Claim Number 14309 (Docket No. 21727) [a copy of which is attached hereto as Exhibit C]

Dated: January 5, 2012

/s/ Darlene Calderon  
Darlene Calderon

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 5<sup>th</sup> day of January, 2012, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 10/20/15

# **EXHIBIT A**

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Wachtell, Lipton, Rosen & Katz	Richard G. Mason	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	<a href="mailto:RGMason@wlrk.com">RGMason@wlrk.com</a>	Counsel to Capital Research and Management Company



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075		248-784-5131	248-603-9631	<a href="mailto:mcruse@wnj.com">mcruse@wnj.com</a>	Counsel to Compuware Corporation
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Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	414-223-5000	<a href="mailto:barnold@whdlaw.com">barnold@whdlaw.com</a>	Counsel to Schunk Graphite Technology
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Womble Carlyle Sandridge & Rice, PLLC	Michael G. Busenkell	222 Delaware Avenue	Suite 1501	Wilmington	DE	19801				<a href="mailto:mbusenkell@wcsr.com">mbusenkell@wcsr.com</a>	Counsel to Chicago Miniature Optoelectronic Technologies, Inc.
Woods Oviatt Gilman LLP	Ronald J. Kisinski	700 Crossroads Bldg	2 State St	Rochester	NY	14614		585-362-4514	585-362-4614	<a href="mailto:rkisicki@woodsoviatt.com">rkisicki@woodsoviatt.com</a>	Counsel to Toyota Tsusho America, Inc.
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	<a href="mailto:skrause@zeklaw.com">skrause@zeklaw.com</a>	



## **EXHIBIT B**

## Post-Emergence Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
United States Trustee	Brian Masumoto	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	Counsel to United States Trustee

Company	Contact	Address1	Address2	City	State	Zip
US Environmental Protection Agency	David J Kennedy Joseph Cordaro	Assistant US Attorney SDNY	86 Chambers St 3rd Fl	New York	NY	10007

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DPH Holdings Corp.  
Special Parties

Company	Contact	Address1	Address2	City	State	Zip
Ballars Spahr LLP	Glen A Harris	210 Lake Drive East	Suite 200	Cherry Hill	NJ	08002-1163

## **EXHIBIT C**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

ORDER APPROVING SETTLEMENT AGREEMENT BETWEEN  
REORGANIZED DEBTORS AND UNITED STATES COMPROMISING AND  
ALLOWING PROOF OF CLAIM NUMBER 14309

Upon the motion, dated October 4, 2011 (the "Motion"),<sup>1</sup> of DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), successors to Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for entry of an order approving the settlement agreement entered into between the Reorganized Debtors and the United States of America (the "United States"), on behalf of the United States Environmental Protection Agency (the "EPA"), compromising and allowing proof of claim number 14309 ("Claim 14309") filed by the United States, on behalf of the EPA, a copy of which is attached as **Exhibit A** hereto (the "Settlement Agreement"); and upon the pleading filed by the United States in support of the Motion at docket no. 21722 (the "Statement," and together with the Motion, the "Pleadings"); and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and notice of the Settlement Agreement having been published in the Federal Register for public comment, and it appearing that no other or further notice need be provided; and upon the record of the November 17, 2011 hearing held by the Court on the Motion; and the Court having found and concluded that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted.
2. The Settlement Agreement, a copy of which is attached hereto as Exhibit A, is approved as fair, reasonable, and consistent with environmental law.
3. Claim 14309 shall be allowed as a prepetition claim in the amount of \$857,582.52 against DPH-DAS LLC and shall be in full satisfaction of Claim 14309.
4. Consistent with paragraph 2 of the Settlement Agreement, nothing in this Order alters the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified or this Court's Order Approving Modifications Under 11 U.S.C. § 1127(b) To (I) First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified And (II) Confirmation Order (Docket No. 12359) (Docket No. 18707).
5. Except as it relates to the sites identified in the Federal Register publication giving notice of the Settlement Agreement: (i) the Settlement Agreement is without prejudice to the amended administrative expense application submitted by the United States, on

behalf of EPA, dated November 4, 2009 ("Claim 19786") and (ii) nothing in the Settlement Agreement shall be construed to resolve Claim 19786.

6. The United States, on behalf of the EPA, is hereby authorized to apply the allowed amount of Claim 14309 as a setoff against the refund owed to the Reorganized Debtors in connection with the settlement of the Delphi FICA Case.

7. The effectiveness of the Settlement Agreement is subject to a proposed settlement of the action Delphi Corporation, et al. v. United States, No. 08 Civ. 4487 (PKC) (S.D.N.Y.). In the event the proposed settlement of that action never becomes effective, the parties shall file a joint notice indicating that the settlement of the Delphi FICA Case is not effective, which notice shall render this Order null and void, and the parties shall not be bound hereunder, or under any documents executed in connection with the Settlement Agreement or this Order.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this order.

Dated: White Plains, New York  
November 17, 2011

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE



**Exhibit A**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

DPH HOLDINGS CORP., *et al.*,

Reorganized Debtors.

Chapter 11

Case No. 05-44481 (RDD)

Jointly Administered

**SETTLEMENT AGREEMENT AMONG THE REORGANIZED DEBTORS  
AND THE UNITED STATES OF AMERICA**

THIS AGREEMENT, dated as of October 4, 2011 (this "Settlement Agreement"), is entered into by and between DPH Holdings Corp. and its affiliated reorganized debtors, including DPH-DAS LLC, in the above-captioned cases (collectively, the "Reorganized Debtors") and the United States of America (the "United States"), on behalf of the United States Environmental Protection Agency ("EPA").

**RECITALS**

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

WHEREAS, on July 31, 2006, the United States, on behalf of EPA, filed proof of claim number 14309 ("Claim 14309" or the "Claim") against Delphi Automotive Systems LLC, contending, *inter alia*, that the Debtors have liability: (i) under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), 42 U.S.C. § 9601 *et seq.*; (ii) for work requirements arising under court orders, administrative orders, and other regulatory requirements imposed by law; and (iii) under the Resource Conservation and Recovery Act ("RCRA"), 42 U.S.C. § 6901 *et seq.*

WHEREAS, on October 31, 2006, the Debtors objected to Claim 14309 pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection") but subsequently withdrew its objection to Claim 14309.





Section 7003 of RCRA with respect to the sites to which EPA applies the Settlement Amount, as identified in the Federal Register publication giving notice of this settlement.

4. Without in any way limiting the covenant not to sue as set forth in paragraph 3, and notwithstanding any other provision of this Settlement Agreement, such covenants not to sue shall also apply to each of the Debtors' and Reorganized Debtors' successors and assigns, officers, directors, employees, and trustees, but only to the extent that the alleged liability of the successor or assign, officer, director, employee, or trustee of any Debtor or Reorganized Debtor is based solely on its status as and in its capacity as a successor or assign, officer, director, employee, or trustee of any Debtor or Reorganized Debtor.

5. The Debtors and Reorganized Debtors recognize that EPA will allocate the money contemplated by this settlement and to be received pursuant to the settlement of the Delphi FICA Case to specific Superfund sites and that such allocation is in the sole discretion of EPA. EPA's decision as to allocation will be set forth in the Federal Register publication giving notice of this settlement. The United States on behalf of EPA, the Debtors, and the Reorganized Debtors agree that the covenant not to sue set forth in paragraph 3 in this settlement shall apply solely to the sites identified in the Federal Register publication giving notice of this settlement. Debtors and Reorganized Debtors further agree that they shall not challenge in any manner EPA's allocation as set forth in the Federal Register or claim any credit in any manner for any site that is not set forth in the Federal Register publication giving notice of this settlement.

6. Any funds received by EPA for a site specified in the Federal Register publication giving notice of this settlement shall be deposited into the EPA special account for that site within the Hazardous Substance Superfund to be retained and used to conduct or finance response actions at or in connection with the site, or to be transferred to the Hazardous Substance Superfund.

7. The United States on behalf of EPA, the Debtors, and the Reorganized Debtors recognize that: (i) the Debtors and Reorganized Debtors are entering into this agreement to facilitate the settlement of certain tax refund issues with the United States and to reduce litigation expenses; (ii) the Debtors and Reorganized Debtors make no admission of liability with respect to any liabilities addressed in this settlement agreement; (iii) regardless of the allocation of setoff decisions made by EPA, the October 5, 2010 Order held that, for the reasons articulated by the Bankruptcy Court at a hearing on September 24, 2010, the Debtors are not liable as corporate successors with respect to certain Superfund sites "under any of the doctrines of corporate successor liability, including mere continuation, de facto merger or assumption of liabilities"; (iv) EPA was not a party to the claims objection proceeding or any hearings leading up to the October 5, 2010 Order, and (v) but for this Settlement Agreement, the United States would reserve the right to litigate whether Debtors or Reorganized Debtors are liable under CERCLA with respect to the sites specified in the Federal Register publication giving notice of this settlement, and the Debtors and Reorganized Debtors would reserve the right to challenge any such assertion of liability on all applicable grounds, including, if applicable, whether the October 5, 2010 Order precludes such liability.

8. The covenant not to sue set forth in paragraph 3 shall not apply to violations of any criminal laws.

9. The covenant not to sue contained in paragraph 3 extends only to the Debtors, Reorganized Debtors, and the persons described in paragraph 4 above and does not extend to any other person. Nothing in this Settlement Agreement is intended as a covenant for any person or entity other than the Debtors, Reorganized Debtors, the United States, and the persons described in paragraph 4. The United States, Debtors, and Reorganized Debtors expressly reserve all Claims, demands, and causes of action, either judicial or administrative, past, present, or future, in law or equity, which they may have against all other persons for any matter relating hereto. The covenant set forth in paragraph 3 does not pertain to any matters other than those expressly specified therein. The United States also specifically reserves, and this Settlement Agreement is without prejudice to, any action based on a failure to meet a requirement of this Settlement Agreement. The United States also reserves, and this Settlement Agreement is without prejudice to, all rights against the Debtors, Reorganized Debtors, or the persons described in paragraph 4 for acts by Debtors, Reorganized Debtors, or the persons described in paragraph 4 that occur after the date of lodging of this Settlement Agreement. As used in the preceding sentence, the phrase "acts by the Debtors, Reorganized Debtors, or the persons described in paragraph 4 that occur after the date of lodging of this Settlement Agreement" does not include continuing or migrating releases relating to conduct occurring before the date of lodging of this Settlement Agreement.

10. Except as relates to the matters set forth in paragraph 2 above, the Debtors and Reorganized Debtors hereby covenant not to sue and agree not to assert or pursue any claims or causes of action against the United States and all of its agencies, departments and instrumentalities with respect to the sites identified in the Federal Register publication giving notice of this settlement; provided, however, that with respect to all agencies, departments and instrumentalities of the United States other than EPA, this covenant not to sue shall not bar the Debtors and Reorganized Debtors from asserting any counterclaims against an agency, department or instrumentality that brings a claim or cause of action against the Debtors or Reorganized Debtors with respect to the sites identified in the Federal Register publication giving notice of this settlement but only to the extent that the counterclaim arises from the same response action, response costs, or damages sought by the agency, department, or instrumentality.

11. Except as relates to the sites identified in the Federal Register publication giving notice of this Settlement Agreement: (i) this Settlement Agreement is without prejudice to the amended administrative expense application submitted by the United States, on behalf of EPA, dated November 4, 2009 ("Claim 19786") and (ii) nothing in this Settlement Agreement shall be construed to resolve Claim 19786. The United States on behalf of EPA and EPA acknowledge that Claim 19786 does not seek any recovery with respect to the sites identified in the Federal Register publication giving notice of this Settlement Agreement.

12. Contribution Protection. The Parties agree, that this Settlement Agreement constitutes a judicially-approved settlement for purposes of Section 113(f)(2) of CERCLA, 42 U.S.C. § 9613(f)(2), and that the Debtors and Reorganized Debtors are entitled, as of the date of the setoff described in the Settlement Agreement, to protection from contribution actions or claims as provided by Section 113(f)(2) of CERCLA, 42 U.S.C. § 9613(f)(2), or as may be otherwise provided by law, for "matters addressed" in this Settlement Agreement. Subject to paragraph 2 above, the "matters addressed" in this Settlement Agreement, as that phrase is used



19. Withdrawal of Debtors' Objection to Claim 14309 and the Response. Upon the Effective Date of this Settlement Agreement, as defined in paragraph 18 herein, the Debtors' objection to Claim 14309 pursuant to the Thirty-Fourth Omnibus Claims Objection shall be deemed withdrawn with prejudice, and the Response shall be deemed withdrawn with prejudice.

20. Governing Law. This Settlement Agreement shall be governed by, and construed and enforced in accordance with, as appropriate, federal bankruptcy law and the laws of the State of New York, without regard to conflicts of law principles.

21. Bankruptcy Court Jurisdiction. The Bankruptcy Court shall retain jurisdiction to adjudicate any disputes arising from or in connection with this Settlement Agreement.

22. No Party Deemed Drafter. This Settlement Agreement is being entered into among competent persons who are experienced in business and represented by counsel, and has been reviewed by the United States and its counsel. Therefore, any ambiguous language in this Settlement Agreement shall not be construed against any particular party as the drafter of such language.



THE UNDERSIGNED PARTIES ENTER INTO THIS SETTLEMENT AGREEMENT  
FOR THE UNITED STATES OF AMERICA

Date: 10-3-2011

By:



W. BENJAMIN FISHEROW  
Acting Chief, Environmental Enforcement Section  
Environment and Natural Resources Division  
United States Department of Justice

Date: \_\_\_\_\_

By:

JOSEPH N. CORDARO  
Assistant United States Attorney  
Office of the United States Attorney for the  
Southern District of New York  
86 Chambers Street, Third Floor  
New York, New York 10007

23. Counterparts. This Settlement Agreement may be executed in any number of counterparts and by the different parties hereto in separate counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of this Settlement Agreement by facsimile or electronic mail shall be equally as effective as delivery of an original executed counterpart of this Settlement Agreement.

THE UNDERSIGNED PARTIES ENTER INTO THIS SETTLEMENT AGREEMENT  
FOR THE UNITED STATES OF AMERICA


Date: \_\_\_\_\_

By: \_\_\_\_\_

W. BENJAMIN FISHEROW  
Acting Chief, Environmental Enforcement Section  
Environment and Natural Resources Division  
United States Department of Justice

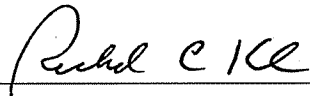
Date: 10/4/2011

By: \_\_\_\_\_

  
JOSEPH N. CORDARO  
Assistant United States Attorney  
Office of the United States Attorney for the  
Southern District of New York  
86 Chambers Street, Third Floor  
New York, New York 10007

**FOR THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY**

Date: 9-30-11

By: 

Richard C. Karl, Director  
Superfund Division – Region 5

FOR THE DEBTORS AND REORGANIZED DEBTORS

Date: 10/4/2011

By: Ron E. Meisler et  
John Wm. Butler, Jr.  
John K. Lyons  
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